

# SURYALAKSHMI COTTON MILLS LTD



(AN IS/ISO 9001 : 2015 & ISO 14001 : 2015 CERTIFIED COMPANY)

May 24, 2023.

To National Stock Exchange of India Limited "Exchange Plaza" Bandra-Kurla Complex Bandra (East) <b>MUMBAI - 400 051</b>  Scrip Code : SURYALAXMI	To Department of Corporate Services, BSE Limited, 1 <sup>st</sup> floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal street, Fort, <b>MUMBAI 400 001.</b>  Scrip No.: 521200
--	---

Dear Sir/Madam,

**Scrip Code: SURYALAXMI**

**Reg.: Compliance under Reg.24 (A) of the SEBI (LODR) Regulations, 2015.**

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Secretarial Compliance Report duly issued by Mr. K. V. Chalama Reddy, Practising Company Secretary for the financial year ended March 31, 2023.

Please take the same on record.

Thanking you,

Yours faithfully,  
for SURYALAKSHMI COTTON MILLS LIMITED

**E. V. S. V. SARMA**  
**COMPANY SECRETARY**



GOVERNMENT RECOGNISED EXPORT HOUSE

Regd. Office : Surya Towers, 6th Floor, 105 Sardar Patel Road, Secunderabad - 500 003. Telangana, INDIA

CIN Number : L17120TG1962PLC000923

Phone : +91-40-27885200, 27819856 / 57

**E-MAIL : slcmltd@suryalakshmi.com WEBSITE : www.suryalakshmi.com**



**K. V. CHALAMA REDDY**

*B.Sc., LL.B., F.C.S.,*

COMPANY SECRETARY

M.No.: F 9268, C.P.No.5451

Plot No. 8-2-603/23/3 & 8-2-603/23, 15,  
02<sup>nd</sup> Floor, HSR Summit, Banjara Hills,  
Road No. 10, Hyderabad -500034  
Ph: 9848014503  
e-mail: [kvr133@gmail.com](mailto:kvr133@gmail.com)

---

**Annual Secretarial Compliance Report of Suryalakshmi Cotton Mills Limited for the  
Year ended 31<sup>st</sup> March, 2023**

I, **K.V. Chalama Reddy**, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by **Surya Lakshmi Cotton Mills Limited** ("The listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to take this certification, for the year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance for the year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **not applicable to the Listed Entity during the Review Period**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

KAMBHAM Digitally signed  
VENKATA by KAMBHAM  
CHALAMA VENKATA  
REDDY CHALAMA REDDY  
Date: 2023.05.23  
12:10:05 +05'30'

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **not applicable to the Listed Entity during the Review Period**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **not applicable to the Listed Entity during the Review Period**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **not applicable to the Listed Entity during the Review Period**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **not applicable to the Listed Entity during the Review Period**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	The Company has followed the secretarial standards issued by the Institute of Company Secretaries India (ICSI).
2.	<b>Adoption and timely updation of the Policies :-</b> • All applicable policies under SEBI		The company has adopted all applicable policies under SEBI

KAMBHAM  
VENKATA  
CHALAMA  
REDDY

Digitally signed by  
KAMBHAM VENKATA  
CHALAMA REDDY  
Date: 2023.05.23  
12:10:34 +05'30'

	<p>Regulations are adopted with the approval of board of directors of the listed entities.</p> <ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	<p>Yes</p> <p>Yes</p>	<p>Regulations are adopted with the approval of board of directors of the listed entities.</p> <p>The Company's policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</p>
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>The Company is maintaining functional website i.e. <a href="http://www.suryalakshmi.com">www.suryalakshmi.com</a>.</p> <p>The website is maintaining separate section for the investors disseminating all the documents/information as required under SEBI Regulations and Companies Act, 2013.</p> <p>The weblinks are provided in Annual Corporate Governance Report under Regulations 27(2) and are updated from time to time.</p>
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	<p>None of the Directors is disqualified Under Section 164 of Companies Act, 2013. The Form DIR-8 and MBP-1 was also submitted by them confirming that they are not disqualified.</p>
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>N.A</p>	

6.	<p><b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.
7.	<p><b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.
8.	<p><b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes  NA	The listed entity has obtained prior approval of Audit Committee for all related party transactions.
9	<p><b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	The company always tries to comply with the SEBI regulations in letter and spirit.
10	<p><b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.
11	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against</p>		During the year under review, no action(s) has been taken against the listed entity/ its

KAMBHAM  
VENKATA  
CHALAMA  
REDDY

Digitally signed by  
KAMBHAM  
VENKATA  
CHALAMA REDDY  
Date: 2023.05.23  
12:11:04 +05'30'

	the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NA	promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
12	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI	NA	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: **Not Applicable**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor:</b>		
	<b>i.</b> If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	<b>NA</b>	There has been no resignation of Statutory Auditors in FY 2022-23
	<b>ii.</b> If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	<b>NA</b>	
	<b>iii.</b> If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	<b>NA</b>	

KAMBHAM  
VENKATA  
CHALAMA  
REDDY

Digitally signed by  
KAMBHAM  
VENKATA  
CHALAMA REDDY  
Date: 2023.05.23  
12:11:20 +05'30'

2.	<b>Other conditions relating to resignation of statutory auditor : <i>Not Applicable</i></b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b.. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	

KAMBHAM Venkata Chalama Reddy  
 Digitally signed by KAMBHAM VENKATA CHALAMA REDDY  
 Date: 2023.05.23 12:11:38 +05'30'

3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	
----	--	----	--

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulation No. / circulars/ guidelines including specific clause)	Regulation / Circular	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					
<b>Not applicable</b>										

KAMBHAM VENKATA CHALAMA REDDY  
Digitally signed by KAMBHAM VENKATA CHALAMA REDDY  
Date: 2023.05.23 12:11:53 +05'30'



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
<b>Not applicable</b>									

KAMBHAM  
VENKATA  
CHALAMA  
REDDY

Digitally signed by  
KAMBHAM VENKATA  
CHALAMA REDDY  
Date: 2023.05.23  
12:12:09 +05'30'

**K.V. CHALAMA REDDY**

Practicing Company Secretary

FCS/Membership No: F9268,

C.P.No.:5451

UDIN number : F009268E000355781

PR No.: 2301/2022

Place: Hyderabad

Date: 23.05.2023